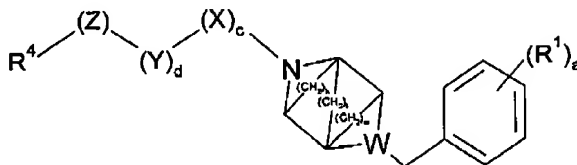


Claim Listing:

1. (Currently Amended) A compound of the formula



or a pharmaceutically acceptable salt thereof; wherein

a is 1, 2, 3, 4 or 5;

c is 0 or 1;

d is 1, 2, 3, 4 or 5;

k is 2; l is 0; m is 0;

W is N;

X is C(O), C(S) or CH₂;

Y is CH₂;

Z is oxygen, NR⁹ or CR¹¹R¹²;

each R¹ is independently selected from hydrogen, hydroxy, hydroxysulfonyl, halo, (C₁-C₆)alkyl, mercapto, mercapto(C₁-C₆)alkyl, (C₁-C₆)alkylthio, (C₁-C₆)alkylsulfinyl, (C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylthio(C₁-C₆)alkyl, (C₁-C₆)alkylsulfinyl(C₁-C₆)alkyl, (C₁-C₆)alkylsulfonyl(C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₆-C₁₀)aryloxy, halo(C₁-C₆)alkyl, trifluoromethyl, formyl, formyl(C₁-C₆)alkyl, nitro, nitroso, cyano, (C₆-C₁₀)aryl(C₁-C₆)alkoxy, halo(C₁-C₆)alkoxy, trifluoromethoxy, (C₃-C₇)cycloalkyl, (C₃-C₇)cycloalkyl(C₁-C₆)alkyl, hydroxy(C₃-C₇)cycloalkyl(C₁-C₆)alkyl, (C₃-C₇)cycloalkylamino, (C₃-C₇)cycloalkylamino(C₁-C₆)alkyl, ((C₃-C₇)cycloalkyl)((C₁-C₆)alkyl)amino, ((C₃-C₇)cycloalkyl(C₁-C₆)alkyl)amino(C₁-C₆)alkyl, cyano(C₁-C₆)alkyl, (C₂-C₇)alkenyl, (C₂-C₇)alkynyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₂-C₆)alkenyl, hydroxy(C₁-C₆)alkyl, hydroxy(C₆-C₁₀)aryl(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkylthio(C₁-C₆)alkyl,

hydroxy(C₂-C₆)alkenyl, hydroxy(C₂-C₆)alkynyl, (C₁-C₆)alkoxy(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₆-C₁₀)aryloxy(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxy(C₁-C₆)alkyl, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₆-C₁₀)arylamino(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylamino(C₁-C₆)alkyl, (C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkyl, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonylamino, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkyl, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino(C₁-C₆)alkyl, carboxy, (C₁-C₆)alkoxycarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)arylcarbonyl, (C₆-C₁₀)arylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, carboxy(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonyloxy(C₁-C₆)alkyl, aminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl, (C₆-C₁₀)arylamino(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂aminocarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)arylamino(C₁-C₆)alkyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkyl, amidino, guanidino, ureido, (C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂ureido, ureido(C₁-C₆)alkyl, (C₁-C₆)alkylureido(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂ureido(C₁-C₆)alkyl, (C₂-C₉)heterocycloalkyl, (C₂-C₉)heteroaryl, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkyl and (C₂-C₉)heteroaryl(C₁-C₆)alkyl;

R⁴ is (R⁵Q_q)(C₆-C₁₀)aryl, (R⁵Q_q)(C₃-C₁₀)cycloalkyl, (R⁵Q_q)(C₂-C₉)heteroaryl, (R⁵Q_q)(C₂-C₉)heterocycloalkyl,

wherein f is 0, 1, 2, 3, 4 or 5;

Q is (C₁-C₆)alkyl;

q is 0 or 1;

R⁵ is independently selected from: (C₂-C₉)heterocycloalkylcarbonyl, (C₂-C₉)heteroarylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylaminocarbonyl, (C₂-C₉)heteroarylaminocarbonyl, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylaminocarbonyl, (C₁-

C_6 alkylsulfonylaminocarbonyl, (C_1-C_6) alkylsulfonylamino (C_1-C_6) alkylaminocarbonyl, ureido (C_1-C_6) alkylaminocarbonyl, (C_1-C_6) alkylureido (C_1-C_6) alkylaminocarbonyl, $((C_1-C_6)alkyl)_2$ ureido (C_1-C_6) alkylaminocarbonyl, halo (C_1-C_6) alkylaminocarbonyl, (C_1-C_6) alkylcarbonylamino (C_1-C_6) alkylaminocarbonyl, hydroxy (C_1-C_6) alkylaminocarbonyl, aminosulfonyl (C_1-C_6) alkylaminocarbonyl, carboxy (C_1-C_6) alkylaminocarbonyl, (C_1-C_6) alkylaminosulfonyl (C_1-C_6) alkylaminocarbonyl, amino (C_1-C_6) alkylcarbonylamino, (C_1-C_6) alkylamino (C_1-C_6) alkylcarbonylamino, carboxy (C_1-C_6) alkylcarbonylamino, carboxy (C_1-C_6) alkoxycarbonylamino, $((C_1-C_6)alkyl)_2$ amino (C_1-C_6) alkylcarbonylamino, acetylamino (C_1-C_6) alkylcarbonylamino, (acetyl) $(C_1-C_6)alkyl$ amino (C_1-C_6) alkylcarbonylamino, (C_1-C_6) alkylsulfonylamino (C_1-C_6) alkylcarbonylamino, cyanoguanidino (C_1-C_6) alkylcarbonylamino, (C_1-C_6) alkylcyanoguanidino (C_1-C_6) alkylcarbonylamino, $((C_1-C_6)alkyl)_2$ cyanoguanidino (C_1-C_6) alkylcarbonylamino, aminocarbonyl (C_1-C_6) alkylcarbonylamino, aminocarbonylamino (C_1-C_6) alkylcarbonylamino, (C_1-C_6) alkylaminocarbonylamino (C_1-C_6) alkylcarbonylamino, $((C_1-C_6)alkyl)_2$ aminocarbonylamino (C_1-C_6) alkylcarbonylamino, (C_2-C_9) heteroaryl (C_1-C_6) alkylcarbonylamino, (C_2-C_9) heterocycloalkyl (C_1-C_6) alkylcarbonylamino, aminosulfonyl (C_1-C_6) alkylcarbonylamino, hydroxy (C_1-C_6) alkylureido, amino (C_1-C_6) alkylureido, (C_1-C_6) alkylamino (C_1-C_6) alkylureido, $((C_1-C_6)alkyl)_2$ amino (C_1-C_6) alkylureido, (C_2-C_9) heterocycloalkyl (C_1-C_6) alkylureido, (C_2-C_9) heteroarylureido, (C_2-C_9) heteroaryl (C_1-C_6) alkylureido, (C_1-C_6) alkylsulfonylureido, aminosulfonyl (C_1-C_6) alkylureido, aminocarbonyl (C_1-C_6) alkylureido, (C_1-C_6) alkylaminocarbonyl (C_1-C_6) alkylureido, $((C_1-C_6)alkyl)_2$ aminocarbonyl (C_1-C_6) alkylureido, acetylamino (C_1-C_6) alkylureido, (acetyl) $(C_1-C_6)alkyl$ amino (C_1-C_6) alkylureido, carboxy (C_1-C_6) alkylureido, halo (C_1-C_6) alkylsulfonylamino, amino (C_1-C_6) alkylsulfonylamino, (C_1-C_6) alkylamino (C_1-C_6) alkylsulfonylamino, $((C_1-C_6)alkyl)_2$ amino (C_1-C_6) alkylsulfonylamino, acetylamino (C_1-C_6) alkylsulfonylamino, (acetyl) $(C_1-C_6)alkyl$ amino (C_1-C_6) alkylsulfonylamino, ureido (C_1-C_6) alkylsulfonylamino, (C_1-C_6) alkylureido (C_1-C_6) alkylsulfonylamino, $((C_1-C_6)alkyl)_2$ ureido (C_1-C_6) alkylsulfonylamino, (C_1-C_6) alkylsulfonylamino (C_1-C_6) alkylsulfonylamino, cyanoguanidino (C_1-C_6) alkylsulfonylamino, carboxy (C_1-C_6) alkylsulfonylamino, (C_1-C_6) alkylcyanoguanidino (C_1-C_6) alkylsulfonylamino, $((C_1-C_6)alkyl)_2$ cyanoguanidino (C_1-C_6) alkylsulfonylamino, aminocarbonyl (C_1-C_6) alkylsulfonylamino, (C_1-C_6)

C_6 alkoxycarbonylamino(C_1 - C_6)alkylsulfonylamino, aminosulfonylamino, aminosulfonylamino, (C_1 - C_6)alkylaminosulfonylamino, ((C_1 - C_6)alkyl) $_2$ aminosulfonylamino, (C_6 - C_{10})arylsulfonyl, (C_1 - C_6)alkylaminosulfonylamino, ((C_1 - C_6)alkyl) $_2$ aminosulfonylamino, aminocarbonyl(C_1 - C_6)alkylamino(C_1 - C_6)alkylsulfonylamino, (C_2 - C_9)heterocycloalkyloxycarbonylamino(C_1 - C_6)alkylsulfonylamino, (C_2 - C_9)heteroaryloxycarbonylamino(C_1 - C_6)alkylsulfonylamino, cyanoguanidino, (C_1 - C_6)alkylcyanoguanidino, ((C_1 - C_6)alkyl) $_2$ cyanoguanidino, (C_2 - C_9)heterocycloalkylcyanoguanidino, (C_2 - C_9)heterocycloalkyl(C_1 - C_6)alkylcyanoguanidino, (C_2 - C_9)heteroaryl(C_1 - C_6)alkylcyanoguanidino, amino(C_1 - C_6)alkylcyanoguanidino, (C_1 - C_6)alkylamino(C_1 - C_6)alkylcyanoguanidino, ((C_1 - C_6)alkyl) $_2$ amino(C_1 - C_6)alkylcyanoguanidino, aminocarbonyl(C_1 - C_6)alkylcyanoguanidino, carboxy(C_1 - C_6)alkylcyanoguanidino, (C_1 - C_6)alkylaminocarbonyl(C_1 - C_6)alkylcyanoguanidino, ((C_1 - C_6)alkyl) $_2$ aminocarbonyl(C_1 - C_6)alkylcyanoguanidino, hydroxy(C_1 - C_6)alkylamino, aminocarbonyl(C_1 - C_6)alkylamino, carboxy(C_1 - C_6)alkylamino, (C_1 - C_6)alkylsulfonylamino(C_1 - C_6)alkylamino, (C_1 - C_6)alkoxycarbonylamino(C_1 - C_6)alkylamino, aminosulfonyl(C_1 - C_6)alkylamino, (C_2 - C_9)heteroaryl(C_1 - C_6)alkylamino, acetylamino(C_1 - C_6)alkylamino, (acetyl)((C_1 - C_6)alkyl)amino(C_1 - C_6)alkylamino, (C_2 - C_9)heterocycloalkyl(C_1 - C_6)alkylamino, ((C_1 - C_6)alkyl) $_2$ amino(C_1 - C_6)alkylamino, (C_1 - C_6)alkylamino(C_1 - C_6)alkylamino, (C_1 - C_6)alkoxy(C_1 - C_6)alkylamino, (C_1 - C_6)alkoxycarbonyl(C_1 - C_6)alkylamino, cyano(C_1 - C_6)alkylamino, (C_2 - C_9)heterocycloalkyloxycarbonylamino(C_1 - C_6)alkylamino, (C_2 - C_9)heteroaryloxycarbonylamino(C_1 - C_6)alkylamino, cyanoguanidino(C_1 - C_6)alkylamino, (C_1 - C_6)alkylcyanoguanidino(C_1 - C_6)alkylamino, ((C_1 - C_6)alkyl) $_2$ cyanoguanidino(C_1 - C_6)alkylamino, ureido(C_1 - C_6)alkylamino, (C_1 - C_6)alkylureido(C_1 - C_6)alkylamino, ((C_1 - C_6)alkyl) $_2$ ureido(C_1 - C_6)alkylamino, aminocarbonyloxy(C_1 - C_6)alkylamino, hydroxy(C_1 - C_6)alkylcarbonylamino, (C_1 - C_6)alkylaminocarbonyl(C_1 - C_6)alkylcarbonylamino, ((C_1 - C_6)alkyl) $_2$ aminocarbonyl(C_1 - C_6)alkylcarbonylamino, (C_1 - C_6)alkoxycarbonylamino(C_1 - C_6)alkylcarbonylamino, aminosulfonyl(C_1 - C_6)alkylcarbonylamino, hydroxy(C_1 - C_6)alkylamino(C_1 - C_6)alkylcarbonylamino, ((C_1 - C_6)alkyl) $_2$ amino(C_1 - C_6)alkylamino(C_1 - C_6)alkylcarbonylamino, (C_1 - C_6)alkylamino(C_1 - C_6)alkylamino(C_1 - C_6)alkylcarbonylamino, amino(C_1 - C_6)alkylamino(C_1 - C_6)alkylcarbonylamino, (C_1 - C_6)alkoxy(C_1 - C_6)alkylamino(C_1 - C_6)alkylcarbonylamino, (C_2 -

C_9)heterocycloalkyloxycarbonylamino, (C_2-C_9) heteroarylcarbonylamino(C_1-C_6)alkylcarbonylamino, (C_2-C_9) heteroarylcarbonylamino, (C_2-C_9) heterocycloalkylcarbonylamino, (C_2-C_9) heteroaryl(C_1-C_6)alkylcarbonylamino, (C_2-C_9) heterocycloalkyl(C_1-C_6)alkylcarbonylamino, (C_2-C_9) heterocycloalkylcarbonylamino(C_1-C_6)alkylcarbonylamino, cyano(C_1-C_6)alkylcarbonylamino, (C_1-C_6) alkylsulfonylamino(C_1-C_6)alkylaminocarbonylamino, (C_1-C_6) alkoxy carbonylamino(C_1-C_6)alkylaminocarbonylamino, (C_2-C_9) heterocycloalkyloxycarbonylamino(C_1-C_6)alkylaminocarbonylamino, (C_2-C_9) heteroarylloxycarbonylamino(C_1-C_6)alkylaminocarbonylamino, ureido(C_1-C_6)alkylureido, (C_1-C_6) alkylureido(C_1-C_6)alkylureido, $((C_1-C_6)alkyl)_2$ ureido(C_1-C_6)alkylureido, cyanoguanidino(C_1-C_6)alkylureido, (C_2-C_9) heteroaryl(cyanoguanidino), aminosulfonyl, amino(C_1-C_6)alkylsulfonyl, (C_1-C_6) alkylamino(C_1-C_6)alkylsulfonyl, $((C_1-C_6)alkyl)_2$ amino(C_1-C_6)alkylsulfonyl, (C_1-C_6) alkylaminosulfonyl, $((C_1-C_6)alkyl)_2$ aminosulfonyl, (C_2-C_9) heterocycloalkylsulfonyl, amino(C_1-C_6)alkylaminosulfonyl, (C_1-C_6) alkylamino(C_1-C_6)alkylaminosulfonyl, $((C_1-C_6)alkyl)_2$ amino(C_1-C_6)alkylaminosulfonyl, (C_2-C_9) heteroarylaminosulfonyl, hydroxy(C_1-C_6)alkylaminosulfonyl, (C_1-C_6) alkoxy(C_1-C_6)alkylaminosulfonyl, ureido(C_1-C_6)alkylaminosulfonyl, (C_1-C_6) alkylureido(C_1-C_6)alkylaminosulfonyl, $((C_1-C_6)alkyl)_2$ ureido(C_1-C_6)alkylaminosulfonyl, (C_1-C_6) alkylsulfonylamino(C_1-C_6)alkylaminosulfonyl, (C_1-C_6) alkoxy carbonylamino(C_1-C_6)alkylaminosulfonyl, (C_2-C_9) heterocycloalkyloxycarbonylamino(C_1-C_6)alkylaminosulfonyl, (C_2-C_9) heteroarylloxycarbonylamino(C_1-C_6)alkylaminosulfonyl, aminocarbonyl(C_1-C_6)alkylaminosulfonyl, cyanoguanidino(C_1-C_6)alkylaminosulfonyl, (C_2-C_9) heteroarylaminosulfonyl, (C_2-C_9) heteroaryl(C_1-C_6)alkylaminosulfonyl, (C_2-C_9) heterocycloalkylaminosulfonyl, (C_1-C_6) alkylcarbonylamino sulfonyl, halo(C_1-C_6)alkylcarbonylamino sulfonyl, (C_1-C_6) alkoxy carbonylamino sulfonyl, ureidosulfonyl, (C_1-C_6) alkylureidosulfonyl, $((C_1-C_6)alkyl)_2$ ureidosulfonyl, hydrogen, hydroxy, hydroxysulfonyl, halo, mercapto, (C_1-C_6) alkylthio, (C_1-C_6) alkylsulfinyl, (C_1-C_6) alkylsulfonyl, carboxy(C_1-C_6)alkylsulfonyl, (C_6-C_{10}) arylsulfonyl, (C_2-C_9) heteroarylsulfonyl, (C_1-C_6) alkoxy, hydroxy(C_1-C_6)alkoxy, (C_6-C_{10}) aryloxy, trifluoro(C_1-C_6)alkyl, formyl, nitro, nitroso, cyano, halo(C_1-C_6)alkoxy, trifluoro(C_1-C_6)alkoxy, amino(C_1-C_6)alkoxy, (C_3-C_{10}) cycloalkylhydroxy($C_3-C_{10})$ cycloalkyl ($C_3-C_{10})$ cycloalkylamino(C_2-C_6)alkenyl, (C_2-C_6) alkynyl, (C_6-C_{10}) aryl, (C_6-C_{10}) aryl(C_2-C_6)alkenyl,

hydroxy(C₆-C₁₀)aryl, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl, hydroxy(C₁-C₆)alkylthio, hydroxy(C₂-C₆)alkenyl, hydroxy(C₂-C₆)alkynyl, (C₁-C₆)alkoxy(C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkoxy, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₂-C₉)heteroarylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkyl(C₁-C₆)alkylamino, (C₃-C₁₀)cycloalkyl((C₁-C₆)alkyl)amino, (C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonylamino, (C₂-C₆)alkenylcarbonylamino, (C₃-C₁₀)cycloalkylcarbonylamino, (C₆-C₁₀)arylcarbonylamino, (C₂-C₉)heterocycloalkylcarbonylamino, (C₂-C₉)heteroarylcarbonylamino, (C₂-C₉)heterocycloalkoxycarbonylamino, halo(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, ((C₁-C₆)alkoxycarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, (C₃-C₁₀)cycloalkyl((C₁-C₆)alkyl)amino, ((C₁-C₆)alkylsulfonyl)((C₁-C₆)alkyl)amino, (C₂-C₉)heteroarylsulfonylamino, (C₆-C₁₀)arylsulfonylamino, ((C₆-C₁₀)arylsulfonyl)((C₁-C₆)alkyl)amino, carboxy, (C₁-C₆)alkoxycarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)arylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, hydroxy(C₁-C₆)alkoxycarbonyl, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonyloxy, ((C₁-C₆)alkyl)₂aminocarbonyloxyaminocarbonyl, hydroxyaminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl, (C₆-C₁₀)arylaminocarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkylaminocarbonyl, (carboxy(C₁-C₆)alkyl)aminocarbonyl, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylaminocarbonyl, (amino(C₁-C₆)alkyl)aminocarbonyl, hydroxy(C₁-C₆)alkylaminocarbonylamidino, hydroxyamidino, guanidino, ureido, (C₁-C₆)alkylureido, (C₆-C₁₀)arylureido, ((C₆-C₁₀)aryl)₂ureido, (C₆-C₁₀)aryl(C₁-C₆)alkylureido, halo(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)((C₆-C₁₀)aryl)ureido, ((C₁-C₆)alkyl)₂ureido, halo(C₁-C₆)alkylcarbonylureido, (halo(C₁-C₆)alkyl)((C₁-C₆)alkyl)ureido, ((C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl)ureido, glycinamido, (C₁-C₆)alkylglycinamido, aminocarbonyl glycinamido, (C₁-C₆)alkoxy(C₁-C₆)alkylcarbonyl glycinamido, (aminocarbonyl)((C₁-C₆)alkyl) glycinamido, ((C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl) glycinamido,

((C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkylcarbonyl)glycinamido, (C₆-C₁₀)arylcarbonyl)glycinamido, ((C₆-C₁₀)arylcarbonyl)((C₁-C₆)alkyl)glycinamido, ((C₆-C₁₀)aryl(C₁-C₆)alkylaminocarbonyl)glycinamido, ((C₆-C₁₀)aryl(C₁-C₆)alkyl)glycinamido, (C₆-C₁₀)arylaminocarbonyl)glycinamido, ((C₆-C₁₀)arylaminocarbonyl)((C₁-C₆)alkyl)glycinamido, alaninamido, (C₁-C₆)alkylalaninamido, (C₂-C₉)heteroaryl, amino(C₂-C₉)heteroaryl, (C₁-C₆)alkylamino(C₂-C₉)heteroaryl, ((C₁-C₆)alkyl)₂amino(C₂-C₉)heteroaryl, (C₂-C₉)heteroaryloxy, (C₂-C₉)heterocycloalkyl, carboxy(C₁-C₆)alkoxy, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkoxy, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkoxy, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkylamino(C₂-C₆)alkoxy, amino(C₂-C₆)alkoxy, (aminocarbonyl)(hydroxy)amino, (C₁-C₆)alkylamino(C₂-C₆)alkoxy, ((C₁-C₆)alkyl)₂amino(C₂-C₆)alkoxy, (C₁-C₆)alkylcarbonylamino(C₂-C₆)alkoxy, aminocarbonylamino(C₂-C₆)alkoxy, (C₁-C₆)alkylaminocarbonylamino(C₂-C₆)alkoxy, ((C₁-C₆)alkyl)₂aminocarbonylamino(C₂-C₆)alkoxy, amino(C₂-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino(C₂-C₆)alkoxycarbonylamino, ((C₁-C₆)alkyl)₂amino(C₂-C₆)alkoxycarbonylamino, (C₂-C₉)heteroarylamino(C₂-C₆)alkoxy, barbituryl, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl, carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylamino(C₂-C₆)alkoxy, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, aminocarbonyl, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonylamino, amino(C₁-C₆)alkylcarbonylamino where the (C₁-C₆)alkyl is optionally substituted with one or two groups selected from hydrogen, amino, hydroxyl, (C₁-C₆)alkoxy, carboxy, further substituted (C₂-C₉)heteroaryl, (C₆-C₁₀)aryl, (C₂-C₉)heterocycloalkyl, and cycloalkyl, or the two groups together make up a carbocycle; and R¹⁹ carbonylamino where R¹⁹ is a nitrogen containing (C₂-C₉)heterocycloalkyl which is optionally substituted further with one or two groups selected from (C₁-C₆)alkyl, (C₂-C₆)alkoxy and hydroxy;

R⁹ is selected from the group consisting of hydrogen, (C₁-C₆)alkyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl(C₁-C₆)alkyl, aminocarbonyl, (C₁-C₆)alkylaminocarbonyl, ((C₁-C₆)alkyl)₂aminocarbonyl and (C₁-C₆)alkoxycarbonyl; and

R¹¹ and R¹² are each independently selected from the group consisting of hydrogen, (C₁-

C₆alkyl, (C₆-C₁₀)aryl, (C₆-C₁₀)aryl(C₁-C₆)alkyl, hydroxy, (C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, (C₁-C₆)alkoxy(C₁-C₆)alkyl, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₁-C₆)alkylcarbonylamino, (C₃-C₈)cycloalkylcarbonylamino, (C₃-C₈)cycloalkyl(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkylsulfonylamino, (C₆-C₁₀)arylcarbonylamino, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkylcarbonylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonylamino, ((C₆-C₁₀)aryl(C₁-C₆)alkylcarbonyl)((C₁-C₆)alkyl)amino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkyl, (C₃-C₈)cycloalkylcarbonylamino(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonylamino(C₁-C₆)alkyl, (C₂-C₉)heterocycloalkylcarbonylamino(C₁-C₆)alkyl, (C₆-C₁₀)aryl(C₁-C₆)alkylcarbonylamino(C₁-C₆)alkyl, (C₂-C₉)heteroarylcarbonylamino(C₁-C₆)alkyl, (C₆-C₁₀)arylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkyl, aminocarbonylamino, (C₁-C₆)alkylaminocarbonylamino, halo(C₁-C₆)alkylaminocarbonylamino, ((C₁-C₆)alkyl)₂aminocarbonylamino, aminocarbonylamino(C₁-C₆)alkyl, (C₁-C₆)alkylaminocarbonylamino(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂aminocarbonylamino(C₁-C₆)alkyl, halo(C₁-C₆)alkylaminocarbonylamino(C₁-C₆)alkyl, amino(C₁-C₆)alkyl, (C₁-C₆)alkylamino(C₁-C₆)alkyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkyl, carboxy(C₁-C₆)alkyl, (C₁-C₆)alkoxycarbonyl(C₁-C₆)alkyl, aminocarbonyl(C₁-C₆)alkyl and (C₁-C₆)alkylaminocarbonyl(C₁-C₆)alkyl;

with the proviso that when R⁴ is phenyl or pyridyl, Q is (C₁-C₆)alkyl, q is 0 or 1, R⁵ can be selected from the group consisting of carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylaminocarbonylamino, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, aminocarbonyl, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylcarbonylamino, and (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonylamino.

2. (Previously Amended) A compound according to claim 1, wherein R¹ is hydrogen, halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, (C₁-C₆)alkyl, hydroxy or (C₁-C₆)alkylcarbonyl.
3. (Previously Amended) A compound according to claim 1, wherein c is 1; X is C(O) or CH₂; d is 1; and Z is oxygen, NH, or CR¹¹R¹².

4. (Original) A compound according to claim 1, wherein R^4 is $(R^5)_f(C_6-C_{10})\text{aryl}$ or $(R^5)_f(C_2-C_9)\text{heteroaryl}$, wherein f is 1 or 2.
5. (Currently Amended) A compound according to claim 1, wherein c is 1; X is $C(O)$; d is 1; Z is oxygen or $CR^{11}R^{12}$; W is nitrogen or CH ; and l , m and k are zero, zero and 2 or 3 respectively, or k , l and m are zero, zero and 2 or 3 respectively.
6. (Currently Amended) A compound according to claim 1, wherein R^4 is phenyl, Q is $(C_1-C_6)\text{alkyl}$, q is 0 or 1, and at least one R^5 is selected from: $(C_2-C_9)\text{heteroarylaminocarbonyl}$, $(C_2-C_9)\text{heteroarylcarbonylamino}$, $(C_1-C_6)\text{alkylsulfonylaminocarbonyl}$, $\text{aminosulfonylaminocarbonyl}$, $\text{carboxy}(C_1-C_6)\text{alkylcyanoguanidino}$, carboxy , $(C_2-C_9)\text{heteroaryl amino}$, $(C_2-C_9)\text{heteroarylsulfonyl}$, $(C_2-C_9)\text{heteroaryl}$, $(C_2-C_9)\text{heteroaryloxy}$, $(C_2-C_9)\text{heteroarylcarbonyl}$, $(C_2-C_9)\text{heteroaryl}(C_1-C_6)\text{alkylcarbonyl}$, $\text{carboxy}(C_1-C_6)\text{alkylaminocarbonylamino}$, $(C_2-C_9)\text{heteroarylaminocarbonylamino}$, $\text{carboxy}(C_1-C_6)\text{alkylcarbonylamino}$, $(C_2-C_9)\text{heteroaryl}(C_1-C_6)\text{alkylamino}$, $\text{carboxy}(C_1-C_6)\text{alkylaminocarbonyl}$, $\text{carboxy}(C_1-C_6)\text{alkylsulfonylamino}$, $(C_2-C_9)\text{heteroarylaminosulfonyl}$, $\text{carboxy}(C_1-C_6)\text{alkylsulfonyl}$, $\text{carboxy}(C_1-C_6)\text{alkylamino}$, $\text{carboxy}(C_1-C_6)\text{alkylcarbonyl}$, $\text{carboxy}(C_1-C_6)\text{alkoxy}$, $\text{carboxy}(C_1-C_6)\text{alkoxycarbonylamino}$, $\text{hydroxyaminocarbonyl}$, $(C_1-C_6)\text{alkylsulfonylaminocarbonyl}(C_1-C_6)\text{alkoxy}$, $(C_2-C_9)\text{heteroaryl}(C_1-C_6)\text{alkoxy}$, $\text{carboxy}(C_1-C_6)\text{alkylamino}(C_2-C_6)\text{alkoxy}$, $(C_2-C_9)\text{heteroaryl amino}(C_2-C_6)\text{alkoxy}$, $\text{amino}(C_1-C_6)\text{alkylcarbonyl}$, $(C_1-C_6)\text{alkylamino}(C_1-C_6)\text{alkylcarbonyl}$, $((C_1-C_6)\text{alkyl})_2\text{amino}(C_1-C_6)\text{alkylcarbonyl}$, $\text{amino}(C_1-C_6)\text{alkylcarbonylamino}$, $(C_1-C_6)\text{alkylamino}(C_1-C_6)\text{alkylcarbonylamino}$, $((C_1-C_6)\text{alkyl})_2\text{amino}(C_1-C_6)\text{alkylcarbonylamino}$, $\text{amino}(C_1-C_6)\text{alkylureido}$, $(C_1-C_6)\text{alkylamino}(C_1-C_6)\text{alkylureido}$, $((C_1-C_6)\text{alkyl})_2\text{amino}(C_1-C_6)\text{alkylureido}$, $\text{amino}(C_1-C_6)\text{alkylsulfonylamino}$, $(C_1-C_6)\text{alkylamino}(C_1-C_6)\text{alkylsulfonylamino}$, $((C_1-C_6)\text{alkyl})_2\text{amino}(C_1-C_6)\text{alkylsulfonylamino}$, $\text{amino}(C_1-C_6)\text{alkylsulfonyl}$, $(C_1-C_6)\text{alkylamino}(C_1-C_6)\text{alkylsulfonyl}$, $((C_1-C_6)\text{alkyl})_2\text{amino}(C_1-C_6)\text{alkylsulfonyl}$, $\text{amino}(C_1-C_6)\text{alkylcyanoguanidino}$, $(C_1-C_6)\text{alkylamino}(C_1-C_6)\text{alkylcyanoguanidino}$, $((C_1-C_6)\text{alkyl})_2\text{amino}(C_1-C_6)\text{alkylcyanoguanidino}$, $\text{amino}(C_1-C_6)\text{alkylaminosulfonyl}$, $(C_1-C_6)\text{alkylamino}(C_1-C_6)\text{alkylaminosulfonyl}$, $((C_1-C_6)\text{alkyl})_2\text{amino}(C_1-C_6)\text{alkylaminosulfonyl}$, $((C_1-C_6)\text{alkylamino})(C_6-C_{10})\text{aryl}(C_1-C_6)\text{alkyl}$, amino , $\text{amino}(C_1-C_6)\text{alkoxy}$,

amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₂-C₉)heteroarylamino, (C₂-C₁₀)cycloalkyl(C₁-C₆)alkylamino, (amino(C₁-C₆)alkyl)aminocarbonyl, glycylamido, (C₁-C₆)alkylglycylamido, alaninamido, (C₁-C₆)alkylalaninamido, ((C₁-C₆)alkyl)₂amino, (C₁-C₆)alkylcarbonylamino, halo, (C₁-C₆)alkoxy, (C₁-C₆)alkyl, halo(C₁-C₆)alkyl, aminocarbonyl(C₁-C₆)alkylureido, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylcarbonylamino, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonylamino, ureido, halo(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl.

7. (Currently Amended) A compound according to claim 1, wherein R⁴ is pyridyl, Q is (C₁-C₆)alkyl, q is 0 or 1, and at least one R⁵ is selected from: (C₂-C₉)heteroarylaminocarbonyl, (C₂-C₉)heteroarylcarbonylamino, (C₁-C₆)alkylsulfonylamino, aminosulfonylamino, carboxy(C₁-C₆)alkylcyanoguanidino, carboxy, (C₂-C₉)heteroarylamino, (C₂-C₉)heteroarylsulfonyl, (C₂-C₉)heteroaryl, (C₂-C₉)heteroaryloxy, (C₂-C₉)heteroarylcarbonyl, (C₂-C₉)heteroaryl(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkylaminocarbonylamino, (C₂-C₉)heteroarylaminocarbonylamino, carboxy(C₁-C₆)alkylcarbonylamino, (C₂-C₉)heteroaryl(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylaminocarbonyl, carboxy(C₁-C₆)alkylsulfonylamino, (C₂-C₉)heteroarylaminosulfonyl, carboxy(C₁-C₆)alkylsulfonyl, carboxy(C₁-C₆)alkylamino, carboxy(C₁-C₆)alkylcarbonyl, carboxy(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkoxycarbonylamino, hydroxyaminocarbonyl, (C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkoxy, (C₂-C₉)heteroaryl(C₁-C₆)alkoxy, carboxy(C₁-C₆)alkylamino(C₂-C₆)alkoxy, (C₂-C₉)heteroaryl(C₂-C₆)alkoxy, amino(C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonyl, amino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylcarbonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbonylamino, amino(C₁-C₆)alkylureido, (C₁-C₆)alkylamino(C₁-C₆)alkylureido, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylureido, amino(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonylamino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonylamino,

amino(C₁-C₆)alkylsulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylsulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylsulfonyl, amino(C₁-C₆)alkylcyanoguanidino, (C₁-C₆)alkylamino(C₁-C₆)alkylcyanoguanidino, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcyanoguanidino, amino(C₁-C₆)alkylaminosulfonyl, (C₁-C₆)alkylamino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylaminosulfonyl, ((C₁-C₆)alkylamino)(C₆-C₁₀)aryl(C₁-C₆)alkyl, amino, amino(C₁-C₆)alkoxy, amino(C₁-C₆)alkoxycarbonylamino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂amino, (C₆-C₁₀)arylamino, (C₆-C₁₀)aryl(C₁-C₆)alkylamino, amino(C₁-C₆)alkylamino, (C₂-C₉)heterocycloalkylamino, (C₂-C₉)heteroarylamino, (C₃-C₁₀)cycloalkyl(C₁-C₆)alkylamino, (amino(C₁-C₆)alkyl)aminocarbonyl, glycnamido, (C₁-C₆)alkylglycinamido, alaninamido, (C₁-C₆)alkylalaninamido, ((C₁-C₆)alkyl)₂amino(C₁-C₆)alkylcarbamoylamino, aminocarbonyl(C₁-C₆)alkylureido, (C₁-C₆)alkylcarbonyl, (C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylsulfonylamino(C₁-C₆)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylaminocarbonyl, aminocarbonyl(C₁-C₆)alkylcarbonylamino, ureido(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylcarbonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonylamino, ureido, halo(C₁-C₆)alkylsulfonylamino, (C₁-C₆)alkylcarbonylamino(C₁-C₆)alkylaminocarbonyl.

8. (Previously Amended) Salts of a compound according to claim 1, where pharmaceutically acceptable counter-ions for acidic compounds are selected from alkali metal cations, alkaline earth metal cations ammonium or water-soluble amine addition salts, N-methylglucamine-(meglumine), the lower alkanolammonium and other base salts of pharmaceutically acceptable organic amines; and pharmaceutically acceptable salts selected from hydrochloride, hydrobromide, hydroiodide, nitrate, sulfate, bisulfate, phosphate, acid phosphate, acetate, lactate, citrate, acid citrate, tartrate, bitartrate, succinate, maleate, fumarate, gluconate, saccharate, benzoate, methanesulfonate, ethanesulfonate, benzenesulfonate, p-toluenesulfonate and pamoate salts.

Claims 9-14 (Cancelled)

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